

Exhibit D



January 30, 2007

VIA EMAIL AND FEDERAL EXPRESS

Stanley T. Kaleczyc, Esquire
Kimberly A. Beatty, Esquire
Browning, Kaleczyc, Berry & Hoven, P.C.
139 North Last Chance Gulch
P.O. Box 1697
Helena, Mt 59624

**Re: *Magten Asset Management Corp. v. Mike J. Hanson and Ernie J. Kindt;*
C.A. No. 05-0499-JJF**

Dear Counsel:

This will confirm receipt of your letter of January 29, 2007 requesting that Magten voluntarily dismiss with prejudice the above-referenced litigation.

Magten agrees to consider your request, but it is unable to complete its evaluation within the time requested. We therefore request that you allow Magten until Friday, February 9, 2007 to respond.

Sincerely,

A handwritten signature in black ink that reads "Dale Dubé".

Dale R. Dubé

- and -

Bonnie Steingart
FRIED, FRANK, HARRIS, SHRIVER &
JACOBSON LLP
One New York Plaza
New York, NY 10004

DRD/pb

cc: Bijan Amini, Esquire (via e-mail and Federal Express)
Jesse H. Austin, III, Esquire (via e-mail and Federal Express)
John W. Brewer, Esquire



Stanley T. Kaleczyc, Esquire
Kimberly A. Beatty, Esquire
January 30, 2007
Page 2

Brenda E. Cooke, Esquire
Victoria W. Counihan, Esquire (via e-mail and hand delivery)
Amanda Darwin, Esquire (via e-mail and Federal Express)
Robert J. Dehney, Esquire (via e-mail and hand delivery)
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Kathleen M. Miller, Esquire (via e-mail and hand delivery)
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Joanna I. Palacios, Esquire
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Steven J. Reisman, Esquire (via e-mail and Federal Express)
Avery Samet, Esquire (via e-mail and Federal Express)
Bradley F. Silverman, Esquire (via e-mail and Federal Express)
Lauren Nicole Slusser, Esquire
John V. Snellings, Esquire (via e-mail and Federal Express)
Paul Spagnoletti, Esquire (via e-mail and Federal Express)

Exhibit E

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CHAD E. ADAMS
DANIEL J. ALTERBACH
KIMBERLY A. BEATTY
SARA S. BERG
LEO BERRY
BRAND G. BOYAR
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TREVOR L. UFFELMAN
CHAD R. VANDENO
STEVEN T. WADE
LEO S. WARD
RYAN C. WILLMORE
ED BARTLEY (Of Counsel)
A. STEPHEN BROWNING (Retired)

January 30, 2007

Dale R. Dubé
Blank Rome LLP
1201 Market Street, Suite 800
Wilmington, DE 19801

Via Email and First Class Mail

RE: *Magten Asset Management Corp. v. Hanson and Kindt*; CA No. 05-0499-JJF

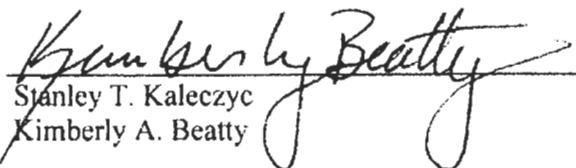
Dear Dale:

We are in receipt of your letter dated today informing us that Magten is considering our request to voluntarily dismiss with prejudice the above-referenced litigation, but requesting additional time within which to consider our request.

We will agree to give Magten until Friday, February 9 to respond to our request, provided, however, that in the event Magten reaches a decision prior to February 9, you agree to inform us of that decision immediately, rather than waiting until February 9 to do so. We look forward to hearing your decision promptly.

Sincerely,

BROWNING, KALECZYC, BERRY & HOVEN, P.C.

By 
Stanley T. Kaleczyc
Kimberly A. Beatty

msi LEGAL & ACCOUNTING
NETWORK MEMBER

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Dale R. Dube
RE: Magten Asset Management Corp. v. Hanson and Kindt
January 30, 2007
Page 2

cc: John E. James, Esq.
Bonnie Steingart, Esq.
Gary L. Kaplan, Esq.
John W. Brewer, Esq.
Bijan Amini, Esq.
Jesse H. Austin, III, Esq.
Victoria W. Counihan, Esq.
Karol K. Denniston, Esq.
Dennis E. Glazer, Esq.
David A. Jenkins, Esq.
Paul Spagnoletti, Esq.
Adam G. Landis, Esq.
Dennis A. Meloro, Esq.
Curtis S. Miller, Esq.
Kathleen M. Miller, Esq.
John V. Snellings, Esq.
Joseph D. Pizzurro, Esq.
Denise Seastone Kraft, Esq.

Exhibit F



January 31, 2007

VIA EMAIL AND FEDERAL EXPRESS

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Kimberly A. Beatty, Esquire
Browning, Kaleczyc, Berry & Hoven, P.C.
139 North Last Chance Gulch
P.O. Box 1697
Helena, Mt 59624

**Re: *Magten Asset Management Corp. v. Mike J. Hanson and Ernie J. Kindt;*
C.A. No. 05-0499-JJF**

Dear Counsel:

Thank you for the courtesy of extending the deadline for Magten to respond to your letter of January 29, 2007. Magten agrees to notify you as soon as it has made its decision on your request, in no event later than February 9, 2007.

Sincerely,

A handwritten signature in cursive script that reads "Dale Dubé".

Dale R. Dubé

- and -

Bonnie Steingart
FRIED, FRANK, HARRIS, SHRIVER &
JACOBSON LLP
One New York Plaza
New York, NY 10004

DRD/pb

cc: Bijan Amini, Esquire (via e-mail and Federal Express)
Jesse H. Austin, III, Esquire (via e-mail and Federal Express)
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Stanley T. Kaleczyc, Esquire
Kimberly A. Beatty, Esquire
January 31, 2007
Page 2

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Exhibit G

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January 31, 2007

VIA E-MAIL

Stanley T. Kaleczyc
Kimberly A. Beatty
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Helena, MT 59624

**Re: Magten Asset Management Corp. v. Mike J. Hanson and
Ernie J. Kindt, C.A. No. 05-499-JJF**

Dear Counsel:

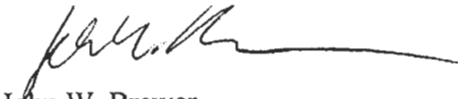
In beginning to analyze the position set forth in your January 29 letter regarding the impact of Judge Farnan's decision compared to that of the prior decisions of Judge Cebull, we have become mindful of the impending February 2 deadline for motions for leave to amend the complaint. Without prejudice to anyone's respective or potential positions as to the sufficiency of the existing complaint versus any alleged futility of any amendment thereto, we believe that everyone's interests would be served by agreement to a stipulation extending that deadline (for 05-499 only) through February 9. While we do not believe that the February 2 deadline is applicable to any potential joinder in this action by Law Debenture Trust Company of New York as a co-plaintiff, we would want to be clear that the deadline, to the extent it might be deemed applicable to that issue, is also extended as to that issue.

Under these exigent circumstances, we ask that you respond to this request by 5 p.m. Eastern time tomorrow, February 1. Ms. Steingart will be in Delaware tomorrow for a hearing on a motion NorthWestern has made in the Bankruptcy Court, but if you'd like to discuss any aspect of this proposal, I will be reachable by telephone in New York. Thank you in advance for your consideration.

Fried, Frank, Harris, Shriver & Jacobson LLP

January 31, 2007
Page 2

Sincerely,



John W. Brewer

cc: Bijan Amini
Jesse H. Austin, III
Brenda E. Cooke
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Exhibit H

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R. STEPHEN BROWNING, Retired

February 1, 2007

John W. Brewer
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 1004-1980

*Via E-Mail Only
and First Class Mail*

RE: Magten Asset Management Corp. v. Hanson and Kindt

Dear John:

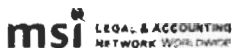
We are in receipt of your January 31 letter in which you note the impending February 2 deadline to file a motion for leave to amend your Complaint, and in which you request the parties to the above-referenced litigation agree to an extension of that deadline until February 9.

We are not agreeable to any extension of this deadline.

This case has been pending for several years and the parties have had ample time to consider any necessary amendments to the pleadings. As Ms. Steingart has mentioned in numerous conferences with counsel, the Special Master, and the Court, these deadlines must be complied with if the litigation is to stay on course. We agree that it is important to keep this case on track and adhere to the schedule set by the Court if this case is not otherwise going to be dismissed.

Further, because we believe your letter contains the implicit admission that our request to dismiss this matter in light of Judge Farnan's recent decision has merit, we believe your letter is a transparent attempt to use a procedural device to obtain more time within which to try to correct your defective pleading. The impact of Judge Farnan's recent ruling is clear: Magten has no viable claims against Messrs. Hanson and Kindt, either under the Complaint as it currently stands, or under any amendments you might try to craft.

Finally, under no circumstances will we negotiate with you to reach any agreements with respect to the rights or obligations of non-parties to this litigation. Law Debenture Trust Company of New York is not a party to this case, despite the fact that it has had ample



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John W. Brewer
RE: Magten v. Hanson and Kindt
February 1, 2007
Page 2

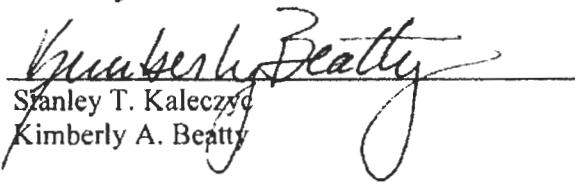
opportunity over the past nearly three years to join this case. However, whether or not the impending February 2 deadline applies to Law Debenture is, in our opinion, irrelevant because we believe the applicable statute of limitations has run and therefore any claims by Law Debenture against Messrs. Hanson and Kindt are time barred.

For all of these reasons, we cannot agree to any extension of this important deadline. Because our good faith effort to extend professional courtesies to you by allowing you additional time to consider our dismissal request has been met by your attempt to create an advantage to Magten by obtaining additional time to circumvent our meritorious motion by amending your Complaint at the eleventh hour, we hereby rescind our agreement to that extension of time. We will file appropriate motions seeking dismissal. In those motions, we will, of course, represent to the Court that your clients oppose such motions at this time. If, after you give further consideration to our dismissal request, you believe a dismissal is appropriate or inevitable, we will be happy to withdraw our motion upon your filing of the appropriate dismissal papers.

Should you wish to discuss this letter or our request for dismissal further, please do not hesitate to contact us by phone, email or letter.

Sincerely,

BROWNING, KALECZYC, BERRY & HOVEN, P.C.

By 
Stanley T. Kaleczyc
Kimberly A. Beatty

cc: John E. James, Esq.
Bonnie Steingart, Esq.
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